

## MEETING OF THE GOVERNING BOARD

TIME/DATE 4.00pm 14<sup>th</sup> October 2021

VENUE St Helens College Boardroom

### Present:

Dr. B Nixon (Chair)	External Governor
Mr J Pinsent	External Governor
<i>Mr N Shore</i>	<i>External Governor</i>
Mrs A Cannon	External Governor
Mr P Han	External Governor
Mr J Heritage	External Governor
Mrs D Calderbank*	External governor
<i>Dr D Balsamo</i>	<i>External Governor</i>
Mrs S Littlewood	External Governor
Mrs L Duncan*	External Governor
Mr A Lang	External Governor
Mr A Owen	External Governor
Ms Z Desai	External Governor
Mr S Pierce	Principal
Mrs J Heap	Staff Governor
<i>Mr B Bennett-Stanley</i>	<i>Staff Governor</i>

### In attendance:

Mr S Jones	ESFA
Mr R Garcha	CFO
Mr M Doyle	Deputy Principal
<i>Mrs L Lloyd-Williams</i>	<i>Governance Director</i>
Mrs J Callaghan	Director of Marketing, Sales and Customer Relations
Mr J Hays	Director of HR
Mrs J Williams	Safeguarding and Wellbeing Manager
Miss C Bibby	Executive Assistant

\* denotes remote attendance

***Italics denotes absence***

### DRAFT MINUTES

	<b>The meeting opened at 16.04 and was quorate.</b>
	At the opening of the meeting, the Board noted with sadness the loss of three staff members in a short period and sent their thoughts to the bereaved families, staff, and students.
<b>0</b>	<b>Safeguarding and Prevent Update</b> <ul style="list-style-type: none"><li>annual safeguarding training for Governors – update on keeping children safe in education</li></ul>

- Anonymised safeguarding case
- Annual report 20/21
- Safeguarding and prevent policy/procedure for annual approval

The Director of HR and the Safeguarding and Wellbeing Manager conducted training for Governors on safeguarding children and vulnerable adults.

**Action: Governors were asked to read part one of the Keeping children safe in education 2021 Statutory guidance for schools and colleges.**

Mrs Littlewood asked how the Safeguarding Team were managing the case load of 300 referrals since the start of term and whether this was affecting young people or adults more. The Safeguarding and Wellbeing Manager reported that demand was increasing, and the team would look to add more staffing resource if required. Cases were spread across the entire age range of students. Mrs Cannon, as the link Governor for Safeguarding, corroborated the increased pressure placed on the Safeguarding team during and after the pandemic and reported how well the team had continued to provide an amazing service for the students.

Mr Lang questioned how the safeguarding team received referrals. The Safeguarding and Wellbeing Manager explained that these primarily came from staff, with referrals also coming from the student themselves, other students or external organisations.

Mr Han asked if the College’s data on safeguarding referrals could be benchmarked. The Director of HR advised that there was not publicly available data from the FE sector however anecdotal evidence from safeguarding networks was that mental health and safeguarding were increasing issues countrywide.

The Chair asked what was expected from the Governors. The Safeguarding and Wellbeing Manager thanked Mrs Cannon for her support as the Safeguarding link Governor and the Director of HR asked for Governors to be aware of their responsibilities as set out in the papers and to challenge staff if they think anything needs improving. Mr Heritage offered to put the Safeguarding Team in contact with the [REDACTED].

The Principal commended the safeguarding for all their work not only on safeguarding but also mental health, counselling and behavioural issues. Governors echoed these thanks.

The policies were approved, subject to accuracy amendments requested by Mr Pinsent.

**Action: Mr Pinsent to meet Director of HR to amend policies.**

**1 Declarations of Interest**

Mr Heritage declared that his new employer, [REDACTED], ran a school/college but this did not pose of conflict of interest for this agenda.

Mrs Littlewood declared that she was now employed by [REDACTED] but that this did not pose a conflict of interest for this agenda.

	<b>Action: Governance Director to provide list of declarations.</b>
<b>2</b>	<p><b>Apologies</b></p> <p>Apologies were received from Mr Shore, Mr Bennett-Stanley, Mr Balsamo and the Governance Director, Mrs Lloyd-Williams.</p> <p>It was noted that the Governance Director was due to leave her role at the College on 20 October 2021 and this would have been her last Board meeting. Governors extended their thanks for the services she had provided to the College and the Board during her tenure.</p>
<b>3</b>	<p><b>Notification of Items of Urgent Business</b></p> <p>No urgent business. The Chair asked members if some time could be left at the end of the meeting for a more informal discussion on strategic items. This was agreed.</p>
<b>4</b>	<p><b>Minutes of the meeting held on the 8<sup>th</sup> July 2021</b></p> <p>The minutes of the meeting on the 8<sup>th</sup> July 2021 were approved as a true and correct record of the meeting.</p>
<b>5</b>	<p><b>Matters Arising</b></p> <p>The Board agreed that the following matters were now resolved and should be removed from the action tracker:</p> <ul style="list-style-type: none"> <li>• HE Strategy - HE has been moved to a dedicated area and the wider strategy would be aligned with the overall College strategy refresh.</li> <li>• Estates Strategy – in place.</li> <li>• Learner Voice – Governors were asked to continue to be mindful of the need for student input at committee and Board level.</li> <li>• Benchmarking data - provided as standard</li> <li>• Financial updates – management accounts sent monthly.</li> <li>• Board review – resulting action plan was brought to Search and Governance Committee and discussed</li> <li>• Risk Register – Mr Lang had reviewed and provided feedback</li> <li>• Legal name – each instance of the College’s legal name should be considered separately until this issue was determined through rebranding.</li> </ul> <p>It was noted that the return-on-investment work around marketing channels was being completed with current data and would be brought to the next Board meeting in December.</p> <p><b>Action: Director of Marketing to invite Nursery Manager to the next Board meeting.</b></p>
<b>6</b>	<p><b>Chair’s Report</b></p> <p>The Chair explained that he would use this section of the meeting to inform Governors of any activities had undertaken on their behalf in the last period. Since his commencement in the role of Chair, he had met individually with most</p>

	<p>Governors and had met with the Principal on weekly basis to develop his ideas around priorities for the College. The Chair had also taken part in meetings with Ofsted, the Further Education Commissioner's (FEC) Team and the ESFA on behalf of the Board. He had an upcoming meeting with the College's NLG advisor and asked Governors to inform him of any questions they would like him to ask at this meeting.</p>
<b>11</b>	<p><b>Waterside Training – overview of 2020/21</b></p> <p>The Director of Marketing, Sales and Customer Relations (also Managing Director of Waterside Training) reported [REDACTED]</p> <p>[REDACTED] The Chair thanked the Director of Marketing for the great job she had been doing at Waterside.</p> <p>The report was <b>noted</b>.</p> <p><b>The Director of Marketing, Sales and Customer Relations left the meeting at 17:08.</b></p>
<b>7</b>	<p><b>Principal's Report</b></p> <p>The Principal gave a presentation on the College's position and the work done in the last year to make changes to finances and performance. The FEC had provided feedback that the College had made extraordinary progress with all <b>bare</b> one recommendations completed. The College might expect to have its Financial Notice to Improve (FNI) lifted earlier than previously thought. Mr Jones advised that the update to the College oversight policy during the summer had removed the mechanistic approach to leaving intervention and had introduced the new concept of post intervention monitoring and support. The Principal also reported that the College's relationship with the bank was much improved following the turnaround in finances.</p> <p>The presentation looked at current performance and it was noted that 16-18 enrolments were 100 below target which would affect income in 2022/23 by [REDACTED] but that apprenticeships were performing well and looked likely to beat their in-year target.</p> <p>Mrs Desai commended how well managers and staff had worked to make such progress over the past year. Governors acknowledged that staff redundancies were difficult to undertake and thanked all those involved.</p> <p>The presentation was <b>noted</b>.</p>
<b>7a</b>	<p><b>2021/22 Pay Award</b></p> <p>It was noted that this paper had been scheduled late as a matter arising from the Finance, Resources and Commercial Committee which had asked Exec to look into whether the College could commit the staff pay rise sooner than planned. The proposal for a cost of living pay increase presented to Board by the Principal was differentiated, looking to address in particular low paid positions, [REDACTED]</p>

[REDACTED] This paper did not concern any pay rise for senior postholders which was a matter for Performance and Remuneration Committee.

Mr Han reminded Board that [REDACTED] was designated for a pay award in this year's budget. The Board asked the CFO for assurance that the most expensive option (Option 3 5%, 3%, 2%, 1%), while over budget, would not cause problems for the financial viability of the College in subsequent years. The CFO confirmed that while the cost base would increase this had been factored into budget projections for subsequent years and there was only a marginal difference between the impact of the options presented in the paper.

Mr Lang questioned how this pay rise may compress the salary grading structure and the CFO advised that this would be modelled to resolve any issues.

Governors debated the risk of deciding a pay increase before R04 gave any certainty around student numbers in 2021/22. [REDACTED]

[REDACTED] Governors discussed whether backdating the pay award from September might be possible but Exec advised that not backdating gave the College some further contingency, although this option could be reconsidered at a future point. It was agreed that awarding a pay award before Christmas would be more beneficial to staff morale than awarding in January.

It was unanimously **approved** to award a pay award as per option 3 in the paper but from December 2021.

## **8 Curriculum and Quality Update**

The Deputy Principal gave a presentation on the final position for the 2020/21 QIP, feedback received from the Ofsted monitoring visit and key risks regarding curriculum and quality. Key areas for improvement included achievement rates at Level 1 and attendance for young people. Provision for high needs would be subject to an external review before Christmas to provide assurance that processes had been fully implemented and embedded to improve provision.

The Chair asked how close the College was to a judgement of Good at the next Ofsted visit. While the SAR and QIP would come to the next Board meeting in December, these gave judgements of performance in 2020/21 and not in-year. The Chair asked for the Deputy Principal to bring a paper on the progress being made in year.

**Action: Deputy Principal to discuss with Chair and Mr Han what this paper should contain.**

The revised quality improvement framework was **approved** on the recommendation of the curriculum and quality committee.

	<b>Action: Governance Director to bring revised Terms of Reference for Curriculum and Quality Committee to Board for approval.</b>
<b>9</b>	<p><b>Risk Register</b></p> <p>The Chair asked for a risk to be added to the Corporate Risk Register around staff morale and turnover following the discussion relating to pay.</p> <p>Mr Lang asked how the Board could be assured that the risks were being managed effectively by staff. The CFO advised that the audit committee was conducting deep dives to look at risk treatment of risks on the CRR.</p> <p>The risk register was <b>noted</b>.</p>
<b>10</b>	<p><b>Finance: Management Accounts and ESFA Letter to the Accounting Officer</b></p> <p>The CFO gave a verbal overview of the management accounts in which all indicators were good. Governors heard that that the College was significantly ahead of cash targets at year end and finances were on the cusp of a ‘Good’ financial health rating. A business case had been submitted to the ESFA to reclaim non-devolved AEB clawback. It was discussed that failure to reach financial targets in 2021/22 could dent the strategic direction of the College but that was modelled in the management accounts each month.</p> <p>The CFO reassured the Board that the College was compliant with all items covered in the ESFA letter and asked that Governors be aware of the training for him and the Governance Director.</p> <p>The management accounts and letter were <b>noted</b>.</p>
<b>12</b>	<b>Matters Arising from Committees</b>
<b>12a</b>	<p><b>Audit Committee</b></p> <p>The Chair of the committee gave a verbal update and reported no items of escalation to the Board. It was recorded that the Principal had received rugby tickets from ██████ which had been raffled out to staff and these would be logged on the gifts register. The following documents were <b>approved</b> on recommendation of the Audit Committee:</p> <ul style="list-style-type: none"> <li>• Financial Regulations</li> <li>• Gifts and Hospitality Policy</li> <li>• Anti-Fraud, Bribery and Corruption Policy and Procedure</li> </ul>
<b>12b</b>	<p><b>Finance, Resources and Commercial Committee</b></p> <p>The Chair of the committee verbally reported that the gender pay gap report had been received with no issues to escalate and that the commercial report had indicated good performance against the backdrop of the pandemic.</p> <p>The CFO reported that as the London Interbank Offered Rate (“LIBOR”) index will no longer be available after June 2023, the committee had recommended that the Corporation’s existing facility arrangements with Lloyds Bank be</p>

	<p>transitioned from LIBOR to the Bank of England Base Rate. The Board <b>approved</b> the transition documents.</p> <p>The Health and Safety Policy was <b>approved</b> on recommendation of the FR&amp;C Committee.</p>
<b>12c</b>	<p><b>Search and Governance</b></p> <p>The Chair gave a verbal report that the committee had discussed proposals for the Governors' Link Scheme and that the Principal would bring a proposal on this to the December Board meeting.</p> <p>The committee had approved the ETF Governance Development programme as part of the Governor training plan. There was a strong recommendation that Governors undertake those training modules pertinent to their interests and any committees on which they sit, especially for new committee members. Further information would be sent to Governors in due course.</p> <p>It had been agreed, in order to maintain a period of stability, not to recruit further Board members, with the exception of a Knowsley based Governor.</p> <p>A revised target of 85% attendance for Governors at committee and Board meeting had been approved. There was a very strong preference for all Board and committee meetings to be held face to face as standard and Governors to only join via Microsoft Teams by exception i.e., Covid sensitivities or exceptional circumstances. Any remote attendance should be notified to the Chair ahead of the meeting.</p> <p>Governors requested that some Board and committee meetings take place at Stockbridge Lane to maintain a governance presence at Knowsley campuses.</p>
<b>13</b>	<p><b>Urgent Business</b></p> <p>No urgent business.</p>
<b>14</b>	<p><b>Date of next meeting</b></p> <p>Strategic Workshop 18 November Board Meeting 9 December</p>
	<p>The Chair thanked all governors and staff for their welcome to him and particularly thanked Miss Bibby for all of her assistance.</p>
	<p><b>The meeting closed at 18.44.</b></p>